

FPP/MPSA

MEMORANDUM OF UNDERSTANDING BETWEEN
THE PEREGRINE FUND
AND
MINERA DE PANAMA S.A.

THE PARTIES IN THIS AGREEMENT: The Peregrine Fund, a non-governmental, non-for-profit organization incorporated in the State of Pennsylvania, United States, on April 3rd, 1975, with initial registered offices located on 1030 Continental Drive, King of Russia, Pennsylvania, 19406 hereinafter referred to as **TPF**, represented by mister **JACQUES PETER JENNY**, male, U.S. Citizen, of legal age, with passport number 219529846, and Minera Panamá, S.A., represented by mister **ERNEST MAST**, male, Canadian, of legal age, with passport number BA153338 acting as President and Legal Representative of Minera de Panama, S.A., a company duly registered in the Merchant Section of the Public Registry of Panama in the Card Three Hundred Thousand Eight Hundred and Sixty Nine (303869), Roll Forty Six Thousand Five Hundred and Five (46505), Image Zero Zero Ninety Six (0096), hereinafter referred to as **MPSA**, both of whom are duly authorized for this act.

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CONSIDERING:

That **TPF** works towards the conservation and research of birds of prey at a global scale, with emphasis in those species that are little known, or are classified as endangered, or vulnerable.

That **MPSA** wishes to contribute to the research and conservation of little known or endangered birds of prey in Panama, particularly, but not limited to, the Orange-breasted Falcon (*Falco deiroleucus*) and the Harpy Eagle (*Harpia harpyja*). That some of the raptor species that **TPF** studies are potentially found in remote, forested areas similar to those that surround some of the projects managed by **MPSA**, specifically near the areas of Cocle and Coclecito, in Panama.

That some of these areas are well preserved and of conservation interest and that there have been unconfirmed reports of Harpy Eagles and other raptors in those areas.

That **TPF** and **MPSA** share a common interest in the preservation of the environment and its biodiversity.

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E.M.

THE PARTIES AGREE:

FIRST: That **MPSA** will initially donate ten (10) helicopter hours to **TPF** to assess the presence of Orange-breasted Falcons and other birds of prey in the north western parts of Panama, particularly in suitable areas in the provinces of Colon, Cocle and Veraguas.

SECOND: That depending on the number of cliffs found and the type and quality of habitat surveyed, **TPF** could request additional helicopter time to complete the surveys. **MPSA** reserves the right to grant the additional request at its sole discretion.

THIRD: That **TPF** will develop a Harpy Eagle monitoring plan directed towards those areas surrounding directly **MPSA's** project in Donoso, to include staff requirements, budget development, and a tentative monitoring calendar. This plan will have an emphasis to determine whether Harpy Eagles are present in the above mentioned areas, and if so, to try to find evidence of nesting pairs. This Harpy Eagle monitoring plan will be implemented by **TPF** but it will need to be reviewed and approved by **MPSA** before being financed.

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S.M.

FOURTH: The people assigned by **TPF** to participate in these helicopter surveys will be solely the responsibility of **TPF** and they will have their own medical and life insurances.

This MOU will have one (1) year duration, from the signing date and may be extended annually for the same period as long as **THE PARTIES** state in writing their intention of doing so, prior to its conclusion. For this, **THE PARTIES** will evaluate the advances and benefits arising from the execution of said MOU and according to the results of said evaluation the extension will be considered.

The present MOU may be modified by agreement between **THE PARTIES**, as long as it is by means of Exchange Notes in writing noting the acceptance of **THE PARTIES** of the modified proposal. The modifications will be added to the present MOU through an Addendum that **THE PARTIES** will sign.

In faith of the above mentioned, the present Agreement is signed in two original copies of the same tenor and validity, in the City of Panama, on the 27th (____) days of the month of August of the year two thousand ten (2010).



Ernest Mast
Minera Panama S.A



Jacques Peter Jenny
The Peregrine Fund